# Commitment to a Long Term Relationship

#### Presented to

CALIFORNIA INSTITUTE FOR REGENERATIVE MEDICINE

Cynthia Schaffer
Contracts Administrator
California Institute for Regenerative Medicine
210 King Street
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#### Presented by:



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#### I. Introduction

Comerica Bank is pleased and honored to provide this Proposal to act as a Designated Underwriter for CIRM to help execute its unique and innovative loan program for early-stage life science companies. We firmly believe that this program will help provide the resources needed to ensure that California and its scientific community remains on the forefront of life science research and development.

We believe you will find that Comerica has the technical and professional capabilities to provide CIRM and its constituents with a flexible and efficient loan program with a high level of customer service satisfaction. Comerica Bank is unique in that it possesses the scale and scope of one of the largest Banks in the country, coupled with the specialized knowledge and experience in working with early-stage life science companies.

We look forward to CIRM's response to this proposal and are happy to provide any additional information required by CIRM in its decision-making process.

#### II. Comerica Bank

Comerica Bank is one of the largest and strongest banks in the United States. Key financial data as of March 31, 2009:

- \$67 Billion in total assets
- Among the 20 largest banking companies in the United States
- Located in seven of the 11 largest cities of the United States
- Operate 96 Banking Centers in the California region
- #559 among Fortune's largest companies
- #30 among DiversityInc "Top 50 Companies for Diversity" in 2009
- #3 in the 2007 J.D. Power & Associates retail bank customer satisfaction survey
- #9 among bank holding comparies with the most commercial and industrial loans (American Banker)
- #9 among top SBA 7(a) lenders (Coleman Report)
- Among the top 10 Ex-Im Bank working capital lenders
- Common Shareholders Equity of \$5 billion
- Established in 1849

Recently, W Ratings, an independent competitive research firm based in Herndon, Va., ranked Comerica No. 16 on its Top 40 Most Competitive Companies report. Led by Google, Budweiser and Coca-Cola, the list measures a company's ability to achieve higher economic profit than its rivals and sustain that competitive advantage, as rated by consumers. Comerica was the only bank to make the top 40 list.

A copy of our 2008 Annual Report, which contains significant additional information regarding the operations and strength and stability of Comerica Bank, can be accessed online through our website at www.comerica.com by clicking on Investor Relations/Financial Reports.

A copy of our 3/31/09 FDIC Call Report is available online at https://cdr.ffiec.gov/public.

Comerica Bank has the financial strength and stability to be a reliable and long-standing partner to CIRM in its efforts to encourage continued health care research and development. The following table illustrates recent financial metrics for Comerica Bank. We currently maintain a strong investment grade credit rating and among the highest capital ratios and strongest credit metrics in our peer group of Banks.

Measure	1st Quarter 2009	FYE 2008
Total Assets (\$ in millions)	\$67,370	\$67,548
Market Capitalization	\$3.3 Billion	\$3.5 Billion
Net Income	\$9 Million	\$213 Million
Tier 1 Capital Ratio	11.08%	10.66%
Tangible Equity Ratio (exclusive of TARP funds)	7.27%	7.21%
Non-performing Loans/Total Loans (\$ in millions)	\$982/\$49,556	\$917/\$51,765
Loan Loss Provision/Non-performing Loans	83%	84%
Standard & Poor's Long-term Debt Rating	A+	A+

#### III. Comerica Bank Relevant Qualifications

Unique early-stage life science financing experience. Comerica Bank has operated a specialty lending group dedicated to funding early-stage life science and technology companies for the past 15 years. This group, the Technology & Life Sciences Division (TLS), is currently a \$5+ billion practice with 13 offices located throughout the United States and Canada.

TLS provides banking services to over 2,000 clients nationwide. The nature of services provided includes traditional depository and investment accounts, treasury management products and services, foreign exchange, letters of credit, and senior secured debt financing. This debt financing takes the form of growth capital loans, working capital loans, equipment lines of credit, and merger and acquisition financing. Loans range in size from up to \$6 million or more for our early-stage clients to up to \$40 million or more for our larger, later-stage clients. As a \$67 Billion Bank, Comerica has the ability to service companies of any size.

Comerica Bank TLS is well-known within the life science start-up community as a reliable and flexible partner. As one of only a few commercial banks that provide financing directly to early-stage life science companies, Comerica Bank has a proven track record in meeting the unique needs of life science company founders and their organizations. We also maintain strong relationships with hundreds of professional venture capital and private equity investors nationwide and can be a valuable resource for these companies as they move their research and development programs forward and seek additional professional capital.

CIRM's constituents will benefit from working with a reliable and flexible partner that understands their business challenges and is dedicated to serving their industry for the long-term.

Proven underwriting experience. The TLS Division is staffed with experienced lenders and administrators that are focused only on the unique needs of technology and life science companies, a majority of which are either pre-revenue and/or pre-profit in their life cycles. As a division, our staff understands the life science research and development process, including the capital required to fund pre-clinical and clinical programs to NDA and to FDA approval. We also continually monitor trends in venture capital and private equity fundraising and investment, as well as trends in collaboration and acquisition activity among large pharmaceutical, biotech, and medical device firms. This allows us the ability to assess the capital needs of individual programs and companies and to assess the credibility of their capital and operating budgets.

We maintain disciplined processes for assembling a relevant and complete package of loan application information, and evaluating that information within a standardized process to ensure consistency of decision-making. This includes assessment of:

- Experience, track records and integrity of founders and relevant senior managers
- Experience, track records, reliability and liquidity of significant existing investors
- Historical operating performance of the business
- Projected financial statements of the business, including modeling of scenario and sensitivity analysis on financial projection assumptions
- Viability of operating plan, including assessment of key milestones and "value creation events"

TLS staff also has extensive experience in meeting the needs of clients that demand outstanding customer service and a "high touch" philosophy. We deal comfortably with clients at all levels of financial experience and sophistication. CIRM will benefit from Comerica's risk management experience in early-stage life science and its constituents will benefit from working with a partner that can assess the financial aspects of their business with a seasoned eye, rather than one that simply applies a static "one-size-fits-all" standard to it.

Specialized loan monitoring function. The TLS Division has developed specialized loan monitoring processes and procedures in order to actively and systematically track the performance of its borrowing early-stage customers. This function includes daily cash monitoring, at least monthly monitoring of financial performance compared to Business plan through compliance reporting and certification from the company, financial statement spreading, calculation of covenant compliance, and tracking of other compliance requirements (e.g., IP reporting and financial statement audits). This information is compiled centrally in a dedicated Loan Compliance group and reported directly to Relationship Managers and Credit Analysts for further analysis and action. CIRM will benefit from Comerica Bank's disciplined approach to loan monitoring which will ensure that its Borrowers adhere to the financial compliance terms of their loan agreements and notify CIRM in a timely manner when they are not.

**Significant loan administration capabilities.** Comerica Bank currently acts as Syndication Agent on syndicated loans totaling approximately \$10 Billion. In this capacity, we manage loan advances and provide loan management, including payment collection, allocation and distribution for other syndicate participants, as well as statement generation and accounting. In

addition, we maintain loan compliance tracking on behalf of our syndication partners. CIRM and its constituents will benefit from accurate reporting and high levels of customer service.

#### IV. Proposed Staffing

Comerica Bank proposes to initially resource the responsibilities of the contract with the following personnel:

#### Primary Relationship Manager

Steven J. Stuckey Senior Vice President/Regional Managing Director Technology & Life Sciences Phone: (858) 509-3430

E-mail: sjstuckey@comerica.com

Steve Stuckey is the Southern California Regional Managing Director of Comerica Bank's Technology & Life Sciences Division. Steve joined the TLS Division in 2001 and prior to assuming his current role as Manager, led the San Diego office's Late Stage lending practice in both technology and life sciences. Steve has 20 years of experience in the financial services industry, including roles in consumer lending at General Electric Capital Corporation, commercial real estate lending at several San Diego community banks, and, most recently, as Research Director of Realty Income Corporation, a NYSE-listed Real Estate Investment Trust.

Steve graduated with Honors with an MS in Finance from San Diego State University and is a Chartered Financial Analyst.

#### Secondary Relationship Manager

Gregory Park Vice President Technology & Life Sciences Phone: (858) 509-2381

E-mail: gpark@comerica.com

Greg Park is a Vice President lender in the Technology & Life Sciences Division. Greg joined the TLS Division in 2006 and is responsible for managing a portfolio of early-stage technology and life science companies. He acts as the primary point of contact for these companies to ensure outstanding customer service in all areas. Greg also leads business development efforts in the early-stage lending space and maintains relationships with a large number of senior company executives and venture capital investors. Prior to joining Comerica Bank, Greg was an Assistant Vice President and Commercial Lender at Wells Fargo Bank, where he managed a portfolio of commercial loans. Greg was formally trained in commercial loan underwriting at Wells Fargo and also spent several years in their Finance group.

Greg graduated from Northwestern University with a BA in Economics & Quantitative Analysis, and recently completed his MBA at the Rady School of Business at UCSD. The MBA curriculum at UCSD includes significant involvement with San Diego life science entrepreneurs, their companies and their investors.

Comerica Bank will assign dedicated resources in the following areas:

- A Credit Analyst (CA), who will be responsible for compiling ioan application information in a standardized format for evaluation by the Relationship Managers. The CA will be further responsible for acting as a tertiary point of contact for the Borrower and CIRM and for maintaining Borrower compliance with financial reporting requirements. Comerica Bank Credit Analysts are required to participate in a formal Bank training program.
- A Credit Specialist (CS), who will be responsible for receiving and compiling monthly
  financial reporting in a standardized format for review and evaluation by the CA and the
  Relationship Managers as appropriate. The CS will maintain records of historical
  compliance materials.
- A Corporate Finance representative, who will be responsible for loan administration activities and loan accounting and reporting to CIRM and the Borrower.

Additional and future staffing decisions will be consistent with industry-standard metrics and will be set at levels consistent with the loan underwriting and administrative duties, and the high level of customer service, expected by CIRM and the Borrowers.

#### V. Proposed Scope of Services

#### Loan Application

- a. Comerica Bank dedicated staff ("Bank") will work with CIRM staff to develop a standard loan application package.
- b. Bank will work with CIRM and Loan Applicants to compile complete loan application packages. Bank will coordinate receipt of materials and follow-up with Applicants to obtain missing items in a timely manner.
- c. Bank will obtain relevant background investigation materials on founders and key managers. This may include review of credit reports, criminal and civil court records and other information sources that CIRM and Bank agree are necessary.
- d. Bank will obtain third party credit information on the Applicant (e.g., Dun & Bradstreet report, and bank account information).
- e. Bank will obtain UCC and Intellectual Property searches.

#### Loan Underwriting

a. Bank will review and assess background investigational material to determine reliability and integrity of Applicant and its principal owners and Executives. Bank will outline key findings in final Investment Memorandum. This review

- will include identification of contingent liabilities, judgments, or other items which might impair its ability to operate.
- b. Bank will review Applicant's Business Plan to familiarize itself with the Applicant's business operations, strategic and tactical operating plans, industry dynamics, likely competitors and key industry success factors. Bank will assess the reasonableness of Applicant's business assumptions based on its experience and industry knowledge.
- c. Bank will review and spread Applicant's historical financial statements in a standard form (e.g., Baker Hill) for presentation as part of the final Investment Memorandum. Bank will assess the quality of the information presented in these financial statements and will highlight key issues that relate to the Applicant's financial viability as a going concern.
- d. Bank will review and spread Applicant's financial statement projections in a standard form for presentation as part of the final Investment Memorandum. Bank will review key milestones to successful product development as identified by Applicant and will identify any that it believes are missing. Bank will assess the reasonableness of basic operating and capital budget assumptions, including the adequacy and viability of the Applicant's total capital requirements during the life of the CIRM loan, and highlight key issues. Bank will perform sensitivity and scenaric analysis of the financial assumptions and highlight its findings in the final Investment Memorandum. In instances where Bank determines financial and operating assumptions are not realistic, Bank will recommend steps CIRM may use to mitigate its risk.
- e. Bank will review UCC and Intellectual Property searches to ensure key assets are free of liens.
- f Bank will conduct management and investor interviews as part of its due diligence.
- g. Bank will compile its findings in an Investment Memorandum of a style and substance mutually agreed upon between Bank and CIRM. As a part of its analysis Bank will provide a recommendation to approve or decline, and a recommended structure with regard to financial covenants, milestone requirements, and compliance reporting. Bank will present its findings to CIRM formally or informally as agreed upon between Bank and CIRM.
- h. Bank will perform periodic updates of its analysis, at least annually or as determined appropriate in consultation with CIRM. Bank will notify CIRM of material issues within a reasonable time of identifying them.

#### Loan Closing

- a. Bank will work with CIRM and its legal representatives to ensure loan documentation ircludes all appropriate financial and reporting components as approved by CIRM.
- b. Bank will complete all necessary security filings (e.g., UCC, PTO) as directed by CIRM.

#### Loan Administration

- a. Bank will disburse funds to Borrower at the direction of CIRM.
- b. Bank will verify loan agreement compliance and will notify CIRM of any outstanding issues prior to the disbursement of funds.
- c. Bank will provide Borrower and CIRM with periodic loan statements detailing the assessed interest expense, the principal balance, any changes in the principal balance and any other fees and expenses due from Borrower.
- Bank will collect payments of interest and principal and will apply them as stipulated in the loan agreement.
- e. In the event of a breach of the loan agreement by Borrower, Bank will cooperate with CIRM and its legal representatives in addressing the breach, and will take such administrative actions as reasonably directed by CIRM.
- f. Designated Bank personnel will act as the primary points of contact for the Borrower. Bank will respond to customer service issues related to the administration of the loan in a timely manner consistent with the customer service expectations of CIRM.
- g. Designated Bank personnel will contact Borrower and key investors on a periodic basis to assess Borrower's progress in achieving its stated business goals and key milestones of product development. Bank will notify CIRM of any material issues in a timely manner.
- h. Bank will maintain a centralized physical loan file within which it will maintain credit approvals, loan documentation and related information. Bank may also maintain electronic files of loan-related information, including key contact information and documentation of conversations between Bank and Borrower or investors. Bank will make this information available to CIRM as reasonably requested.

#### Loan Monitoring and Compliance

- a. Bank will collect financial and other compliance reporting as required in the loan agreement.
- Bank will contact Borrower in the event of late reporting and will notify CIRM of material non-compliance with the reporting requirements of the loan agreement.
- c. Bank will review periodic financial reporting and compare with Borrower's projections and the financial requirements of the loan to determine compliance with the loan agreement. In the event of a violation of the financial requirements of the loan agreement, Bank will notify Borrower and CIRM of the nature of the violation and will address the covenant default in cooperation with and under the direction of CIRM.
- d. Bank will monitor Borrower's operating performance against its financial budget and will notify CIRM of any material deviations, with appropriate recommendations for response.



#### Warrant Administration

Bank will assist CIRM in finding a third party to act as an administrator for Warrants negotiated between CIRM and Borrowers. The administration of Warrants is a highly specialized function and we believe CIRM would be best served by hiring an independent third party that specializes in this service. We are aware of a number of such third parties and would work with CIRM to establish the appropriate relationship(s).

#### VI. Proposed Pricing Terms

Comerica Bank proposes to price the above services in the following manner:

#### **Preliminary Screening**

Bank to require a non-refundable Application Fee of \$5,000 in order to process each application. Processing to include all steps up to and including completion and submission to CIRM of the Investment Memorandum.

#### Loan Approval, Closing, Funding and Administration

For each approved and closed loan, Bank to require fees according to one of the two options presented below:

- 1. \$25,000 Underwriting Fee due at each Loan Closing plus a Loan Administration Fee of \$15,000 per annum, payable quarterly in advance, OR
- 2. Loan Administration Fee of \$20,000 per annum per deal, payable quarterly in advance.

#### Warrant Administration Fee

N/A

#### Other Expenses

Borrower/CIRM to be responsible for any additional fees or expenses incurred by Bank in fulfilling its obligations under the agreement, including, but not limited to, security flying fees, legal fees, background checks, credit reports.



#### Fee Example

Assuming a \$20 million, 6-year loan with a fixed interest rate of 5% and quarterly disbursements of \$1.25 million over 4 years, fees would be as follows:

#### Fee Structure 1 (See Above)

Application Fee: \$5,000 Underwriting Fee: \$25,000

Loan Administration Fees: \$90,000 (\$15,000 per annum for 6 years)

Total Fees over Loan Term: \$120,000

Fee Structure 2 (See Above)

Application Fee: \$5,000 Underwriting Fee: \$0

Loan Administration Fee: \$120,000 (\$20,000 per annum for 6 years)

Total Fees over Loan Term: \$125,000

#### VII. Other

- a. Bank would have an interest in participating in additional loans guaranteed by the Federal Government. Comerica Bank has significant experience in working with Federal loan guarantees through its Small Business Administration Loan program and is one of the largest SBA lenders in the United States.
- b. CIRM's standard contract will need to be revised, including without limitation the following: adding the Bank's ability to terminate and assign the contract, permitting disclosure under the confidentiality provision to the bank's accountants, auditors and regulators, eliminating the negligence standard from the indemnity provision, and permitting the bank to maintain certain records as required by law after termination.
- c. Comerica Bank does not act as a Designated Underwriter, as described in the RFP, for any other third parties at this time. However, as described above, Bank has significant experience acting as a direct lender to early-stage life science companies. Bank also has significant experience as a Syndication Agent as outlined above. The intent of the attached Proposer References is to provide a sampling of client relationships where Comerica Bank acts as an agent on behalf of a number of other organizations and provides administrative loan management on behalf of that group of lenders. In addition, we have provided Proposer References that Comerica Bank provides services to third party non-profit organizations for the purpose of encouraging the formation and growth of small businesses within the communities we operate. Additional references from Venture Capital firms, for whose portfolio companies we provide banking and

lending services, and from the portfolio companies themselves whom we lend to, are available upon request.

Comerica Bank

Steven J. Stuckey Senior Vice President Comerica Bank

#### ATTACHMENT 1

#### Proposer References

Submission of this attachment is mandatory. Failure to complete and return this attachment with your bid may cause your bid to be rejected and deemed non-responsive.

List below three references for services performed within the last five years, which are similar to the scope of work to be performed in this contract.

#### REFERENCE 1

Plastipak Holdings, Inc.

41605 Ann Arbor Rd., Plymouth, MI 48170

Contact Person: Michael J. Plotzke, CFO

Dates of Service: 1981 to Present

Telephone Number: (734) 354-7102 Value or Cost of Service: \$3 million +

Brief Description of Service Provided: Comerica Bank acts as Underwriter, Syndication Agent and Administrative Agent for Plastipak's \$350 million Revolving Credit Line. Comerica Bank performed/performs credit underwriting, documentation, loan administration and all other administrative functions on behalf of 14 participating lenders. Bank acts as primary point of contact and relationship manager.

#### **REFERENCE 2**

WCA Waste Corporation

One Riverway, Suite 1400, Houston, Texas 77056

Contact Person: Charles A. Casalinova, CFO

Dates of Service: 1997 to Present

Telephone Number: (713) 292-2414

Value or Cost of Service: \$1 million +

Brief Description of Service Provided: Comerica Bank acts as Underwriter, Syndication Agent and Administrative Agent for WCA's \$100 million Revolving Credit Line. Comerica Bank performed/performs credit underwriting, documentation, loan administration and all other administrative functions on behalf of 7 participating lenders. Bank acts as primary point of contact and relationship manager.

#### REFERENCE 3

Commerce Casino

6131 E. Telegraph Road, Commerce, CA 90040

Contact Person: Dante C. Oliveto, CFO

Dates of Service: 1998 to Present

Telephone Number: (510) 875-7221

Value or Cost of Service:

Brief Description of Service Provided: Comerica Bank acts as Underwriter, Syndication Agent and Administrative Agent for Commerce Casino's \$100 million Senior Secured Credit Facility. Comerica Bank performed/performs credit underwriting, documentation, loan administration and all other administrative functions on behalf of 6 participating lenders. Bank acts as primary point of contact and relationship manager.

#### ATTACHMENT 1

#### Proposer References

Submission of this attachment is mandatory. Failure to complete and return this attachment with your bid may cause your bid to be rejected and deemed non-responsive.

List below three references for services performed within the last five years, which are similar to the scope of work to be performed in this contract.

#### REFERENCE 1

Pacific Coast Regional SBDC

3255 Wilshire Boulevard, Suite 1501, Los Angeles, CA 90010

Contact Person: Nestor Correa, Loan Program Manager

Telephone Number: (213) 739-2999, ext. 227

Dates of Service: \$50.000 +

Brief Description of Service Provided: Two Comerica Bank employees serve as members of the loan committee. In this capacity, they provide oversight of the process for micro loan applications. Loan requests were critiqued and approved for small businesses in low- to moderate-income areas.

#### **REFERENCE 2**

Northern California Smail Busines Financial Development Corp. (NOR-CAL)

30) Frank H. Ogawa Plaza, Ste 251, Oakland, CA. 94612

Centact Person: Arthur Washington, SVP

Telephone Number: (510) 325-7441

Dates of Service:

Value or Cost of Service: \$50,000 +

Brief Description of Service Provided: One employee serves as a member of the Loan Committee, assisting in the loan approval process for small businesses. The percentage of low-to modrate income businesses served is 80%.

#### REFERENCE 3

### **ATTACHMENT 2**

## Payee Data Record (STD 204)

STATE OF CALIFORNIA GEPARTMENT OF FINANCE.

PAYEE DATA RECORD

(Required when receiving payment from the State of California in lieu of IRS W-0)

3TD 284 (Rev. 6-2033)

2	INSTRUCTIONS: Complete all information on this form. Sign, date, and return to the State agency (department/office) or the bottom of this page. Prompt return of this fully completed form will prevent delays when processing payments. Into this form will be used by State agencies to prepare information Returns (1099). See myerse side for more information and Statement.  NOTE: Governmental entities, federal, State, and local (including school districts), are not required to submit this form.  PAYEE'S LEGAL BUSINESS NAME (Type or Pint).  SOLE PROPRIETOR – ENTER NAME AS SHOWN ON SSN () ast, First, M.1.)  E-MAIL ADDRESS.	mation provided in
	MAILING ADDRESS  411 West Lefeyete HII West Lafayete  CITY, STATE, ZIP GODE  P.O. Box 75,000, Detroit 48226 P.O. Box 75,000 Detroit	ir MI.48275-33
PAYEE ENTITY TYPE	ENTER FEDERAL EMPLOYER IDENTIFICATION NUMBER (FEIN): 38-1998/321	NOTE: Payment will not be processed without on accompanying taxpayer I.D. number.
ONE BOX ONLY	INDIVIDUAL OR SOLE PROPRIETOR ENTER SOCIAL SECURITY NUMBER:  ISSN required by authority of California Revenue and Yar Code Section 18566)	
PAYEE RESIDENCY STATUS	California resident - Qualified to do business in California or maintains a permanent place of business California nonresident (see reverse side) - Payments to nonresidents for services may be subject to St withholding.  No services performed in California. Copy of Franchise Tax Board waiver of State withholding attached.	
5	I hereby certify under penalty of perjury that the information provided on this document is true a Should my residency status change. I will promptly notify the State grency below.  AUTHORIZED PAYEE REPRESENTATIVE'S NAME (Type or Print)  STREET ST	and correct.
6	Please return completed form:  Department/Office:  Unit/Section:  Mailing Address:  City/State/Zip:  Telephone: [ 1 ] Fax: [ ]  E-mail Address:	